

1 Richard M. Heimann (063607)  
rheimann@lchb.com  
2 Katherine C. Lubin (259826)  
kbenson@lchb.com  
3 Michael K. Sheen (288284)  
msheen@lchb.com  
4 LIEFF CABRASER HEIMANN & BERNSTEIN, LLP  
275 Battery Street, 29th Floor  
5 San Francisco, CA 94111-3339  
Telephone: (415) 956-1000  
6 Facsimile: (415) 956-1008

7 *Attorneys for Plaintiff Fire & Police Pension  
Association of Colorado and Co-Lead Counsel*

8 Maya Saxena (*Pro hac vice*)  
msaxena@saxenawhite.com  
9 Joseph E. White, III (*Pro hac vice*)  
jwhite@saxenawhite.com  
10 Lester R. Hooker (241590)  
lhooker@saxenawhite.com  
11 SAXENA WHITE P.A.  
150 East Palmetto Park Road, Suite 600  
12 Boca Raton, FL 33432  
Telephone: (561) 394-3399  
13 Facsimile: (561) 394-3382

14 [Additional Counsel on Signature Page]

15 *Attorneys for Plaintiff The City of Birmingham  
Retirement and Relief System and Co-Lead Counsel*

17 UNITED STATES DISTRICT COURT  
18 NORTHERN DISTRICT OF CALIFORNIA

19  
20 IN RE WELLS FARGO & COMPANY  
21 SHAREHOLDER DERIVATIVE  
LITIGATION

22 This Document Relates to:  
ALL ACTIONS.

23  
24 R.A. FEUER,

25 *Plaintiff*

26 v.

27 WELLS FARGO & COMPANY et al.,

28 *Defendants.*

Lead Case No. 3:16-cv-05541-JST

Case No. 3:18-cv-02866-JST

**STIPULATION AND ~~PROPOSED~~  
ORDER REGARDING THE FEUER  
COMPLAINT**

The Honorable Jon S. Tigar

1 WHEREAS, in September 2016, several shareholder derivative actions were filed in the  
2 United States District Court for the Northern District of California, seeking relief under federal  
3 and state law for the alleged misconduct by current and former Wells Fargo & Company (“Wells  
4 Fargo” or the “Company”) officers and directors arising from the opening of customer accounts  
5 without customer knowledge or authorization (the “Unauthorized Sales Practices”);

6 WHEREAS, the Court consolidated those related actions, and on January 12, 2017, the  
7 Court appointed the Fire and Police Pension Association of Colorado and the City of Birmingham  
8 Retirement and Relief System as Lead Plaintiffs in *In re Wells Fargo & Co. Shareholder*  
9 *Derivative Litigation*, No. 3:16-cv-05541-JST (the “Lead Action”) (Lead Action, ECF No. 70);

10 WHEREAS, in the Lead Action, the Court granted in part and denied in part Defendants’  
11 motion to dismiss Lead Plaintiffs’ Consolidated Amended Verified Stockholder Derivative  
12 Complaint (the “Consolidated Complaint”) for failure to plead demand futility (Lead Action, ECF  
13 No. 129) on May 4, 2017; the Court granted in part and denied in part Defendants’ motion to  
14 dismiss the Consolidated Complaint for failure to state a claim (Lead Action, ECF No. 174) on  
15 October 4, 2017; Defendants filed answers to the Consolidated Complaint on January 8, 2018  
16 (Lead Action, ECF Nos. 187–92); and the Court entered a Scheduling Order providing for a trial  
17 to commence December 2, 2019 (Lead Action, ECF No. 199);

18 WHEREAS, on May 16, 2018, Plaintiff R.A. Feuer filed a Verified Derivative Complaint  
19 in *Feuer v. Wells Fargo & Co.*, No. 3:18-cv-02866-JST (the “*Feuer Action*”) (*Feuer Action*, ECF  
20 No. 1);

21 WHEREAS, on June 13, 2018, the Court related the *Feuer Action* with the Lead Action  
22 (Lead Action, ECF No. 230);

23 WHEREAS, on June 20, 2018, Plaintiff Feuer filed an Amended Complaint (*Feuer*  
24 *Action*, ECF No. 19) (the “*Feuer Complaint*”);

25 WHEREAS, the *Feuer Complaint* alleges certain background information referencing the  
26 Unauthorized Sales Practices at issue in the Lead Action (*see, e.g., Feuer Compl.* ¶¶ 3–4, 80–106,  
27 148–59, 175–262);

28 WHEREAS, the allegations in the *Feuer Complaint* referencing the Unauthorized Sales

1 Practices—including Plaintiff Feuer’s initial demand on the Company’s Board of Directors, dated  
2 December 12, 2016 (*Feuer* Compl. ¶ 176, Ex. A)—are intended to provide background  
3 information only, and Plaintiff Feuer does not base his claims for relief on allegations related to  
4 the Unauthorized Sales Practices;

5 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, between the  
6 undersigned parties, by and through their counsel, as follows:

7 1. The *Feuer* Complaint does not, and shall not be construed to, assert claims for  
8 breach of fiduciary duty, breach of duty of loyalty, and breach of the duty of candor to the extent  
9 such claims involve the Unauthorized Sales Practices or have been asserted in the Lead Action,  
10 and Plaintiff Feuer will not seek and expressly waives his right to assert claims for any relief  
11 involving the Unauthorized Sales Practices, including damages, in connection with the *Feuer*  
12 Action.

13  
14  
15 Dated: September 6, 2018

LIEFF CABRASER HEIMANN & BERNSTEIN, LLP

16  
17 By: /s/ Richard M. Heimann

18 Richard M. Heimann (063607)

*rheimann@lchb.com*

19 Katherine C. Lubin (259826)

*kbenson@lchb.com*

20 Michael K. Sheen (288284)

*msheen@lchb.com*

LIEFF CABRASER HEIMANN & BERNSTEIN, LLP

21 275 Battery Street, 29th Floor

22 San Francisco, CA 94111-3339

23 Telephone: (415) 956-1000

24 Facsimile: (415) 956-1008  
25  
26  
27  
28

1 Steven E. Fineman (CA Bar No. 140335)  
2 *sfineman@lchb.com*  
3 Daniel P. Chiplock (*Pro hac vice*)  
4 *dchiplock@lchb.com*  
5 Nicholas Diamand (*Pro hac vice*)  
6 *ndiamand@lchb.com*  
7 Michael J. Miarmi (*Pro hac vice*)  
8 *mmiarmi@lchb.com*  
9 LIEFF CABRASER HEIMANN & BERNSTEIN, LLP  
10 250 Hudson Street, 8th Floor  
11 New York, NY 10013-1413  
12 Telephone: (212) 355-9500  
13 Facsimile: (212) 355-9592

14 *Attorneys for Plaintiff Fire & Police Pension Association*  
15 *of Colorado and Co-Lead Counsel*

16 Maya Saxena (*Pro hac vice*)  
17 *msaxena@saxenawhite.com*  
18 Joseph E. White, III (*Pro hac vice*)  
19 *jwhite@saxenawhite.com*  
20 Lester R. Hooker (241590)  
21 *lhooker@saxenawhite.com*  
22 Adam D. Warden (*Pro hac vice*)  
23 *awarden@saxenawhite.com*  
24 Dianne M. Anderson (286199)  
25 *danderson@saxenawhite.com*  
26 SAXENA WHITE P.A.  
27 150 East Palmetto Park Road, Suite 600  
28 Boca Raton, FL 33432  
Telephone: (561) 394-3399  
Facsimile: (561) 394-3382

Steven B. Singer (*Pro hac vice*)  
*ssinger@saxenawhite.com*  
Kyla Grant (*Pro hac vice*)  
*kgrant@saxenawhite.com*  
SAXENA WHITE P.A.  
10 Bank Street, 8th Floor  
White Plains, NY 10606  
Telephone: (914) 437-8551  
Facsimile: (888) 631-3611

*Attorneys for Plaintiff The City of Birmingham*  
*Retirement and Relief System and Co-Lead Counsel*

GREENFIELD & GOODMAN, LLC

By: /s/ Richard D. Greenfield

Richard D. Greenfield  
*whitehatrdg@earthlink.net*  
Marguerite R. Goodman  
Ann M. Caldwell  
Ilene F. Brookler  
GREENFIELD & GOODMAN LLC  
250 Hudson Street, 8th Floor  
New York, NY 10013  
Telephone: (917) 495-4446

Betsy Carol Manifold (182450)  
*manifold@whafh.com*  
Rachele R. Rickert (190634)  
*rickert@whafh.com*  
Marisa C. Livesay (223247)  
*livesay@whafh.com*  
Brittany Nicole DeJong (258766)  
*dejong@whafh.com*  
WOLF HALDENSTEIN ADLER FREEMAN & HERZ  
LLP  
750 B Street, Suite 2770  
San Diego, CA 92101  
Telephone: (619) 239-4599  
Facsimile: (619) 234-4599

Fred Taylor Isquith  
*isquith@whafh.com*  
WOLF HALDENSTEIN ADLER FREEMAN & HERZ  
LLP  
270 Madison Avenue  
New York, NY 10016  
Telephone: (212) 545-4600  
Facsimile: (212) 545-4653

*Attorneys for Plaintiff R.A Feuer*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

SULLIVAN & CROMWELL LLP

By: /s/ Brendan P. Cullen

Brendan P. Cullen (SBN 194057)  
(cullenb@sullcrom.com)  
Sverker K. Hogberg (SBN 244640)  
(hogbergs@sullcrom.com)  
Ryan J. McCauley (SBN 264913)  
(mccauleyr@sullcrom.com)  
SULLIVAN & CROMWELL LLP  
1870 Embarcadero Road  
Palo Alto, California 94303  
Telephone: (650) 461-5600  
Facsimile: (650) 461-5700

*Attorneys for Nominal Defendant Wells Fargo & Co.*

GOODWIN PROCTER LLP

By: /s/ Grant P. Fondo

Richard M. Strassberg (*pro hac vice forthcoming*)  
rstrassberg@goodwinlaw.com  
Daniel P. Roeser (*pro hac vice forthcoming*)  
droeser@goodwinlaw.com  
GOODWIN PROCTER LLP  
620 8th Avenue  
New York, NY 10018  
Telephone: (212) 813-8800  
Facsimile: (212) 355-3333

Grant P. Fondo  
gfondo@goodwinlaw.com  
GOODWIN PROCTER LLP  
135 Commonwealth Drive  
Menlo Park, CA 94025  
Telephone: (650) 752-3100  
Facsimile: (650) 853-1038

*Attorneys for Defendant John G. Stumpf*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

CLARENCE DYER & COHEN LLP

By: /s/ Josh A. Cohen

Nanci L. Clarence  
*nclarence@clarencedyer.com*  
Josh A. Cohen  
*jcohen@clarencedyer.com*  
CLARENCE DYER & COHEN LLP  
899 Ellis Street  
San Francisco, CA 94109  
Telephone: (415) 749-1800  
Facsimile: (415) 749-1694

*Attorneys for Defendant Timothy J. Sloan*

RAMSEY & EHRLICH LLP

By: /s/ Miles Ehrlich

Miles Ehrlich  
*miles@ramsey-ehrllich.com*  
Ismail Ramsey  
*izzy@ramsey-ehrllich.com*  
RAMSEY & EHRLICH LLP  
803 Hearst Avenue  
Berkeley, CA 94710  
Telephone: (510) 548-3600  
Facsimile: (510) 291-3060

*Attorneys for Defendant John R. Shrewsberry  
(Consolidated Action only) and Franklin Codel (Feuer  
Action only)*

SKAGGS FAUCETTE LLP

By: /s/ Jeffrey E. Faucette

Jeffrey E. Faucette  
jeff@skaggsfaucette.com  
SKAGGS FAUCETTE LLP  
One Embarcadero Center  
Suite 500  
San Francisco, CA 94111  
Telephone: (415) 315-1669  
Facsimile: (415) 433-5994

Enu A. Mainigi (*pro hac vice forthcoming*)  
emainigi@wc.com  
WILLIAMS & CONNOLLY LLP  
725 Twelfth Street, N.W.  
Washington D.C. 20005  
Telephone: (202) 434-5000  
Facsimile: (202) 434-5029

*Attorneys for Defendant Carrie Tolstedt*

FARELLA BRAUN + MARTEL LLP

By: /s/ C. Brandon Wisoff

C. Brandon Wisoff  
bwisoff@fbm.com  
FARELLA BRAUN + MARTEL LLP  
235 Montgomery Street  
17th Floor  
San Francisco, CA 94104  
Phone (415) 954-4400  
Fax (415) 954-4480

*Attorneys for Defendant Avid Modjtabai*

COVINGTON & BURLING LLP

By: /s/ Carolyn Kubota

Carolyn Kubota  
Monica Ramirez Almadani  
mralmadani@cov.com  
COVINGTON & BURLING LLP  
1999 Avenue of the Stars  
Los Angeles, CA 90067-4643  
Telephone: (424) 332-4800

*Attorneys for Defendant Dawn Martin Harp*



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

SHEARMAN & STERLING LLP

By: /s/ John F. Cove, Jr.

John F. Cove, Jr.  
*john.cove@shearman.com*  
Jaculin Aaron  
*jaaron@shearman.com*  
SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, NY 10022  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179

*Attorneys for Defendants John D. Baker II, Elaine L. Chao, John S. Chen, Lloyd H. Dean, Elizabeth A. Duke, Susan E. Engel, Enrique Hernandez, Jr., Donald M. James, Cynthia H. Milligan, Federico F. Peña, James H. Quigley, Stephen W. Sanger, Susan G. Swenson and Suzanne M. Vautrinot*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**ATTESTATION**

I, Richard M. Heimann, in compliance with General Order 45, Section X(B),  
hereby attest that I obtained the concurrence of all of the above-listed counsel in filing this  
document.

DATED: September 6, 2018

/s/ Richard M. Heimann

Richard M. Heimann

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**ORDER**

**THE FOREGOING STIPULATION IS APPROVED AND IT IS SO ORDERED**

Dated: September 7, 2018

